

# **EXHIBIT C**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <i>et. al.</i> ,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: May 26, 2011 @ 4:00 p.m.
	)	Hearing Date: Only if Objection is Timely Filed

**THIRTEENTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP  
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	March 1, 2011, through March 31, 2011
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 6,217.50
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% <sup>1</sup> ) sought as actual, reasonable and necessary:	CDN \$ 808.28

This Applicant's Thirteenth Monthly Application.

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<sup>1</sup> On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

**Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees (CDN \$)</b>	<b>Requested Expenses (CDN \$)</b>	<b>Paid Fees (CDN \$)</b>	<b>Paid Expenses (CDN \$)</b>
<b>04/30/2010 Dkt. #24697</b>	<b>December 21, 2009 - March 31, 2010</b>	<b>\$ 98,678.75 Reduction -\$708.50</b>	<b>\$ 10,399.55</b>	<b>\$ 78,943.00 \$ 19,027.25</b>	<b>\$ 10,399.55</b>
<b>06/01/2010 Dkt. #24878</b>	<b>April 1, 2010 – April 30, 2010</b>	<b>\$ 14,765.25</b>	<b>\$ 812.67</b>	<b>\$ 11,812.20 \$ 2,953.05</b>	<b>\$ 812.67</b>
<b>06/30/2010 Dkt. #25015</b>	<b>May 1, 2010 – May 31, 2010</b>	<b>\$ 21,221.25</b>	<b>\$ 3,327.71</b>	<b>\$ 16,977.00 \$ 4,244.25</b>	<b>\$ 3,327.71</b>
<b>07/28/2010 Dkt. #25127</b>	<b>June 1, 2010 – June 30, 2010</b>	<b>\$ 23,507.50</b>	<b>\$ 2,994.15</b>	<b>\$ 18,806.00 \$ 4,701.50</b>	<b>\$ 2,994.15</b>
<b>08/31/2010 Dkt. #25297</b>	<b>July 1, 2010 – July 31, 2010</b>	<b>\$ 17,232.50</b>	<b>\$ 2,259.90</b>	<b>\$ 13,786.00 \$ 3,446.50</b>	<b>\$ 2,259.90</b>
<b>09/29/2010 Dkt. #25497</b>	<b>August 1, 2010 – August 31, 2010</b>	<b>\$ 10,663.75</b>	<b>\$ 1,403.95</b>	<b>\$ 8,531.00 \$ 2,132.75</b>	<b>\$ 1,403.95</b>
<b>10/29/2010 Dkt. #25666</b>	<b>September 1, 2010 – September 30, 2010</b>	<b>\$ 5,833.75</b>	<b>\$ 2,153.94</b>	<b>\$ 4,667.00 \$ 1,166.75</b>	<b>\$ 2,153.94</b>
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	Pending	Pending

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**Fee Detail by Professional for the Period of March 1, 2011, through March 31, 2011:**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate<sup>2</sup> (including changes)</b>	<b>Total Billed Hours</b>	<b>Total Fees (CDN \$)</b>
David Thompson	Partner, 23 Years 1988	\$525.00	10.10	\$ 5,302.50
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	.70	\$ 315.00
Cindy Yates	Law Clerk, 25 Yrs., 1985	\$120.00	5.00	\$ 600.00
<b>Grand Total</b>			<b>15.80</b>	<b>\$ 6,217.50</b>
Blended Rate				\$ 393.51
Blended Rate (excluding Law Clerk time)				\$ 520.14

**Monthly Compensation by Matter Description for the Period of March 1, 2011, through March 31, 2011:**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (CDN \$)</b>
04 - Case Administration	6.95	\$ 3,633.75
11 - Fee Applications, Applicant	7.10	\$ 1,665.00
14 - Hearings	N/A	0.00
16 - Plan and Disclosure Statement	1.75	\$ 918.75
20 - Travel (Non-Working)	N/A	0.00
24 - Other	N/A	0.00
<b>TOTAL</b>	<b>15.80</b>	<b>\$ 6,217.50</b>

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<sup>2</sup> Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

**Monthly Expense Summary for the Period March 1, 2011, through March 31, 2011:**

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		0.00
Courier		0.00
Miscellaneous		0.00
Long Distance Calls		0.00
Harmonized Sales Tax (HST) 13%		\$ 808.28
<b>TOTAL</b>		<b>\$ 808.28</b>

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for March 1, 2011, through March 31, 2011, (this “Monthly Fee Statement”)<sup>3</sup> pursuant to the Modified Order Granting The Canadian ZAI Claimants’ Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before May 26, 2011, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

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<sup>3</sup> Applicant’s Invoice for March 1, 2011, through March 31, 2011, is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period March 1, 2011, through March 31, 2011, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$6,217.50, and actual and necessary expenses in the amount of CDN \$808.28 (13% Harmonized Sales Tax) for a total allowance of CDN \$7,025.78; Actual Interim Payment of CDN \$4,974.00 (80% of the allowed fees) and reimbursement of CDN \$808.28 (100% of the allowed expenses) be authorized for a total payment of CDN \$5,782.28; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines

and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: May 12, 2011

Respectfully submitted,

By: /s/ Daniel K. Hogan  
Daniel K. Hogan (DE Bar No. 2814)  
THE HOGAN FIRM  
1311 Delaware Avenue  
Wilmington, Delaware 19806  
Telephone: 302.656.7540  
Facsimile: 302.656.7599  
Email: [dkhogan@dkhogan.com](mailto:dkhogan@dkhogan.com)

**Counsel to the Representative Counsel as Special  
Counsel for the Canadian ZAI Claimants**

# **EXHIBIT A**



W.R. GRACE & CO., et al.  
CDN ZAI CLASS ACTION

U.S. FEE APPLICATION  
DATE:  
March 31, 2011  
OUR FILE NO: 05L121

**Scarfone Hawkins LLP**  
BARRISTERS AND SOLICITORS  
ONE JAMES STREET SOUTH  
14TH FLOOR  
P.O. BOX 926, DEPOT #1  
HAMILTON, ONTARIO  
L8N 3P9

TELEPHONE  
905-523-1333

TELEFAX  
905-523-5878

H.S.T. REGISTRATION NO. **873984314 RT – 0001**

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**CANADIAN ZAI MONTHLY FEE APPLICATION**  
**(March 1, 2011 – March 31, 2011)**

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DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
03 /01/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /02/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
03 /02/11	Emails from Cindy Yates and David Thompson regarding reconciliation of Rolling Thunder disbursement account for services relating to transfer of Rust claims database	MGM	\$450.00	0.10	\$45.00
03 /07/11	receipt of and respond to various class member inquiries	DT	\$525.00	0.25	\$131.25
03 /07/11	Email from David Thompson regarding Grace motion and scheduling of hearing; email reply to Thompson; further email from Thompson	MGM	\$450.00	0.10	\$45.00
03 /07/11	Email from Karen Harvey with attached 11th Monthly Fee Application and attachments for review and approval; review; email reply to Harvey	MGM	\$450.00	0.20	\$90.00
03 /08/11	receipt Karen Harvey email, review application, memos to and from Matt Moloci, execute certification, email to Karen Harvey, receipt Karen Harvey email re: final fee application version	DT	\$525.00	0.50	\$262.50
03 /08/11	Email from Cindy Yates to Karen Harvey with attached Certificate signed by David Thompson for SH fee application; email from Karen Harvey regarding comments concerning fee application; email from Harvey with attached revised SH – 11th Monthly Fee Application; review; further emails from Harvey to service parties with attached fee applications of The Hogan Firm, Scarfone Hawkins and Lauzon Belanger; review	MGM	\$450.00	0.30	\$135.00
03 /09/11	emails to and from Keith Ferbers providing update on status of matters	DT	\$525.00	0.25	\$131.25

03 /09/11	email follow-up to Dan Hogan re: status of motion for appointment of Claims Administrator	DT	\$525.00	0.25	\$131.25
03 /09/11	further emails to and from Keith Ferbers re: status of CCAA Court recognition of U.S. Order, etc., and plans moving forward	DT	\$525.00	0.25	\$131.25
03 /10/11	various emails to and from Julie Matthews (Global TV) for possible TV story about status of case and settlement	DT	\$525.00	0.40	\$210.00
03 /10/11	revise and redraft Collectiva Claims Process Protocol and Plan of Distribution, etc.	DT	\$525.00	1.00	\$525.00
03 /10/11	receipt Keith Ferbers' email and respond	DT	\$525.00	0.10	\$52.50
03 /10/11	telephone interview with Julie Matthews (Global Television Edmonton) re: status of case, etc., timing on payment of compensation to Canadians	DT	\$525.00	0.50	\$262.50
03 /10/11	receipt Dan Hogan email, review information and proposed order re: appeals, review Fee Auditor report, letter to Dan Hogan re: nature and effect of appeals and timeline, letter to Keith Ferbers re: additional information received from Dan Hogan	DT	\$525.00	0.50	\$262.50
03 /10/11	receipt Karen Harvey email re: wire transfer of monies, receipt Cindy Yates memo regarding payments	DT	\$525.00	0.25	\$131.25
03 /10/11	receipt further Dan Hogan email and order re: appeals, receipt Matt Moloci memo, letter to Keith Ferbers re: timing of appeal hearings	DT	\$525.00	0.25	\$131.25
03 /10/11	2 follow-up emails to and from Julie Matthews, Global News Edmonton	DT	\$525.00	0.25	\$131.25
03 /10/11	receipt of and respond to various class member inquiries, re: status of settlement and timing of payments of monies	DT	\$525.00	0.25	\$131.25
03 /10/11	memos to and from Matt Moloci re: date to be booked with Morawetz, J.,	DT	\$525.00	0.10	\$52.50
03 /10/11	emails to and from Adrienne Glenn re: court date before Morawetz, J.,	DT	\$525.00	0.10	\$52.50
03 /10/11	emails to and from Keith Ferbers re: appeals	DT	\$525.00	0.10	\$52.50
03 /10/11	further emails to and from Keith Ferbers re: appeals, etc.	DT	\$525.00	0.10	\$52.50
03 /14/11	review and amend claims administrator protocol and plan of distribution "talking points", memo to file, letter to Michel Belanger and Careen Hannouche	DT	\$525.00	0.75	\$393.75
03 /15/11	emails to and from Careen Hannouche re: trust transfer of monies received from Grace	DT	\$525.00	0.10	\$52.50
03 /15/11	receipt Careen Hannouche email acknowledging receipt of wire transfer funds	DT	\$525.00	0.10	\$52.50
03 /16/11	receipt of and respond to various class member inquiries re: status of settlement	DT	\$525.00	0.25	\$131.25
03 /16/11	receipt of and respond to several class member inquiries	DT	\$525.00	0.25	\$131.25
03 /18/11	receipt of and respond to class member inquiries, etc.	DT	\$525.00	0.35	\$183.75
03 /21/11	receipt Adrienne Glenn email, email to her re: Crown's appeal	DT	\$525.00	0.10	\$52.50

03 /21/11	receipt of and respond to various class member inquiries on status of settlement and timing of settlement pay outs, etc.	DT	\$525.00	0.25	\$131.25
03 /22/11	memos to and from Cindy Yates, discuss and review with Cindy Yates re: February account summary for Dan Hogan	DT	\$525.00	0.50	\$262.50
03 /23/11	receipt of and respond to class member inquiry regarding status of settlement	DT	\$525.00	0.10	\$52.50
03 /23/11	review draft fee application, memo to Cindy Yates, follow-up email to Dan Hogan	DT	\$525.00	0.25	\$131.25
03 /25/11	receipt of and respond to various class member inquiries	DT	\$525.00	0.25	\$131.25
03 /30/11	receipt Dan Hogan email, letter to Dan Hogan, memo to Cindy Yates all re: Effective Date and Collectiva appointment motion	DT	\$525.00	0.35	\$183.75
03 /30/11	receipt Karen Harvey email, review CNO's and Dan Hogan affidavit, response email to Karen Harvey approving CNO's for filing with respect to 11th monthly application	DT	\$525.00	0.25	\$131.25
03 /30/11	receipt of and respond to various class member inquiries	DT	\$525.00	0.25	\$131.25
03 /30/11	emails to and from Karen Harvey re: fee applications until "Effective Date"	DT	\$525.00	0.10	\$52.50
03 /31/11	review dockets for period March 1, 2011 to March 31, 2011, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period March 1, 2011 to March 31, 2011	LC	\$120.00	5.00	\$600.00
<b>SUB-TOTAL</b>				<b>15.80</b>	<b>\$6,217.50</b>

<b>TIMEKEEPER</b>	<b>ID</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL</b>	<b>PLUS 13% H.S.T</b>
DAVID THOMPSON	DT	10.10	\$525.00	\$5,302.50	\$689.33
MATTHEW G. MOLOCI	MGM	0.70	\$450.00	\$315.00	\$40.95
LAW CLERK Cindy Yates 25 years	CY	5.00	\$120.00	\$600.00	\$78.00
<b>SUB-TOTAL:</b>		<b>15.8</b>		<b>\$6,217.50</b>	<b>\$808.28</b>
<b>TOTAL FEES AND TAXES:</b>	<b>\$7,025.78</b>				

<b>TOTAL FEES AND APPLICABLE TAXES:</b>	<b>\$7,025.78</b>
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THIS IS OUR FEE APPLICATION,  
Per:

**SCARFONE HAWKINS LLP**  
E. & O.E.

**\*Del. Bankr. LR 2016-2(e)(iii) allows for  
\$.10 per page for photocopies.**

**\*\* HST of 13% came into effect July 1, 2010  
replacing GST of 5%**

# **EXHIBIT B**

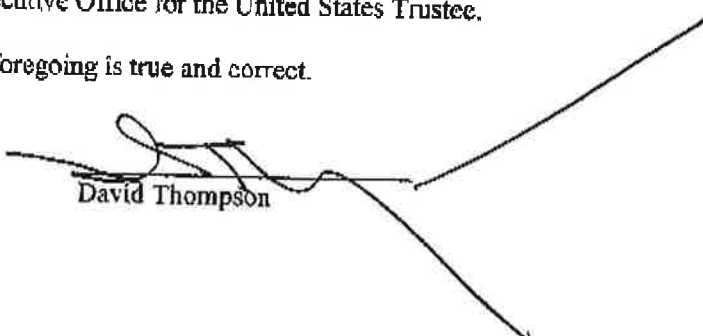
**CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)**

PROVINCE OF ONTARIO :  
: ss  
CITY OF HAMILTON :

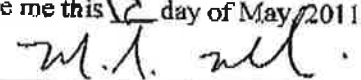
I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").
2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc. and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.
4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.
5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.
4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.

  
David Thompson

SWORN AND SUBSCRIBED  
Before me this 12 day of May 2011.

  
Notary Public Matthew G. Moloci  
My Commission Expires: Perpetual